

EXHIBIT "A"

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
(RICHMOND DIVISION)

In re:

CIRCUIT CITY STORES, INC., *et al.*

Debtors.

Case No. 08-35653-KRH
Jointly Administered
Chapter 11 Proceedings

**DECLARATION OF WILLIAM F. BAKER IN SUPPORT OF EKLECCO NEWCO,
L.L.C. AND CROSSGATES COMMONS NEWCO, L.L.C.'S RESPONSE TO THE
LIQUIDATING TRUST'S FORTIETH OMNIBUS OBJECTION TO LANDLORD
CLAIMS (REDUCTION OF CERTAIN INVALID CLAIMS-MITIGATION)**

STATE OF NEW YORK)
)SS:
COUNTY OF ONONDAGA)

William F. Baker, being duly sworn, deposes and says:

I. I am Assistant General Counsel of Pyramid Management Group, LLC (the
"Management Company"). The Management Company is the managing agent for EklecCo
NewCo, L.L.C. ("Landlord 1") and Crossgates Commons NewCo, L.L.C. ("Landlord 2").

2. Landlord 1 is the owner of a shopping center known as Palisades Center, West Nyack, New York ("Center 1").

3. Landlord 2 is the owner of a shopping center known as Crossgates Commons, Albany, New York ("Center 2").

4. I have personal knowledge of the facts set forth in this Declaration and I may be contacted at: Pyramid Management Group, LLC, 4 Clinton Square, Syracuse, New York 13202, (315) 422-7000.

5. Landlord 1 was a party to a lease ("Lease 1") with Circuit City Stores, Inc. (the "Debtor") of premises ("Premises 1") at Center 1.

6. Landlord 2 was a party to a lease ("Lease 2") with the Debtor of premises ("Premises 2") at Center 2.

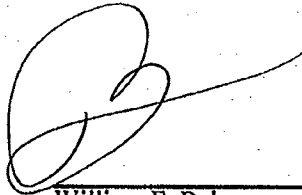
7. In the regular course of my employment by the Management Company, I review rent and other charges billed to the tenants of Landlord 1 and Landlord 2. I also have access to records regarding Landlord 1 and Landlord 2's efforts to relet Premises 1 and Premises 2.

8. The Landlords diligently and efficiently sought to relet the Premises following the Debtor's rejection of the Leases. In particular, the Landlords met with various prospective tenants, showed the Premises to prospective tenants, provided lease plans to prospective tenants, conducted lease negotiations with prospective tenants, and ultimately executed leases for all of the Premises.

9. The total amount of rent reserved under Lease 1 from November 11, 2008 until the end of the Lease term is \$12,869,837.54. An itemization of this calculation is attached to this Declaration as Schedule 1.

10. Fifteen percent of this rent reserved is \$1,930,475.63.

11. Landlord 1's claim for \$1,930,475.63 plus attorneys' fees remains due.
12. Subsequent to the rejection of Lease 1, Landlord 1 relet Premises 1 to various tenants. It has received \$236,300.23, less commissions, from its subsequent tenants.
13. Claim No. 13020 was filed based on the then calculated total rent reserved of \$12,032,159.44 in the amount of \$1,827,361.40, which included \$22,532.08 of pre-petition rent arrears.
14. The actual total amount of rent reserved under Lease 2 is \$12,230,918.34 and outstanding pre-petition rent under Lease 2 amounts to \$36,962.83. Fifteen percent (15%) of the total rent reserved is \$1,834,637.75. An itemization of the foregoing is attached to this Declaration as Schedule 2.
15. Landlord 2's claim filed for \$1,827,361.40 plus attorneys' fees remains due.
16. Subsequent to rejection of Lease 2, Landlord 2 relet Premises 2 to CC Retail, LLC, which did business as Ultimate Electronics. Ultimate Electronics filed for bankruptcy protection and is now being liquidated pursuant to chapter 7 of the Bankruptcy Code. Landlord 2 has received no net rent and has, in fact, incurred significant costs in reletting Premises 2. As a result, its state law claim taking into account mitigation is significantly higher than its claim filed pursuant to 11 U.S.C. § 502(b)(6).



William F. Baker

Sworn to before me this
25 day of June, 2012


Notary Public

SALLY A. O'DONNELL
Notary Public, State of New York
Qualified in Onondaga County
Commission Expires March 30, 2014

SCHEDULE "1"

RATE	4.00%	
RENT		
MALL CHG		
TOTAL		
\$7,709,686.47	\$2,797,763.54	\$10,507,449.00

NPV AS OF 11/10/2008 (DISCOUNTED AT 0%)	\$12,869,837.54
NPV AS OF 11/10/2008 (DISCOUNTED AT 9%)	\$8,320,926.13
NPV AS OF 11/10/2008 (DISCOUNTED AT 4%)	\$10,507,449.00

SCHEDULE "2"

TENANT: CIRCUIT CITY - MERCHANT #610104
MALL: CROSSGATES COMMONS NEWCO LLC

TERM:	20 YEARS 8 MONTHS
TCD:	06/05/00
SQ. FT.:	37,571
EXPIRATION:	01/31/21
NPV DATE:	11/10/08

RATE	
<u>RENT</u>	4.00%
<u>MALL CHG</u>	
<u>\$6,993,105.79</u>	
<u>\$2,556,130.05</u>	
<u>TOTAL</u>	
<u>\$9,549,235.84</u>	

MONTHLY CHARGES EFFECTIVE: 11/10/08

	MINIMUM RENT	TAXES	INSURANCE	ENERGY	COMPACTOR	CPI CME 3%	WATER	MKT FUND	TOTAL
2008	51,300.05	16,703.32	0.00	0.00	0.00	4,526.87	0.00	0.00	72,529.24
2009	51,300.05	16,703.32	0.00	0.00	0.00	4,616.76	0.00	0.00	72,619.76
2010	51,300.05	16,703.32	0.00	0.00	0.00	4,754.88	0.00	0.00	72,758.25
2011	51,300.05	16,703.32	0.00	0.00	0.00	4,897.53	0.00	0.00	72,900.90
2012	58,995.06	16,703.32	0.00	0.00	0.00	5,044.45	0.00	0.00	80,742.83
2013	58,995.06	16,703.32	0.00	0.00	0.00	5,195.79	0.00	0.00	80,894.17
2014	58,995.06	16,703.32	0.00	0.00	0.00	5,351.66	0.00	0.00	81,050.04
2015	58,995.06	16,703.32	0.00	0.00	0.00	5,512.21	0.00	0.00	81,210.59
2016	67,844.32	16,703.32	0.00	0.00	0.00	5,677.58	0.00	0.00	90,225.22
2017	67,844.32	16,703.32	0.00	0.00	0.00	5,847.90	0.00	0.00	90,395.54
2018	67,844.32	16,703.32	0.00	0.00	0.00	6,023.34	0.00	0.00	90,570.98
2019	67,844.32	16,703.32	0.00	0.00	0.00	6,204.04	0.00	0.00	90,751.68
2020	67,844.32	16,703.32	0.00	0.00	0.00	6,390.16	0.00	0.00	90,937.80
2021	67,844.32	16,703.32	0.00	0.00	0.00	6,581.87	0.00	0.00	91,129.51

ANNUAL CHARGES (EFFECTIVE 11/10/2008)

	MINIMUM RENT	TAXES	INSURANCE	ENERGY	COMPACTOR	CPI 3%	WATER	MIKT FUND	TOTAL
	15% - 5 YR					C/E			
2008	87,210.09	28,395.63	0.00	0.00	0.00	7,693.98	0.00	0.00	123,290.70
2009	615,600.60	200,439.84	0.00	0.00	0.00	55,396.68	0.00	0.00	871,437.12
2010	615,600.60	200,439.84	0.00	0.00	0.00	57,058.58	0.00	0.00	873,099.02
2011	700,245.71	200,439.84	0.00	0.00	0.00	58,770.34	0.00	0.00	959,453.89
2012	707,940.72	200,439.84	0.00	0.00	0.00	60,553.45	0.00	0.00	968,914.01
2013	707,940.72	200,439.84	0.00	0.00	0.00	62,349.45	0.00	0.00	970,730.01
2014	707,940.72	200,439.84	0.00	0.00	0.00	64,219.93	0.00	0.00	972,600.49
2015	707,940.72	200,439.84	0.00	0.00	0.00	66,146.53	0.00	0.00	974,527.09
2016	805,282.58	200,439.84	0.00	0.00	0.00	68,130.93	0.00	0.00	1,073,653.35
2017	814,131.84	200,439.84	0.00	0.00	0.00	70,174.86	0.00	0.00	1,084,746.54
2018	814,131.84	200,439.84	0.00	0.00	0.00	72,280.10	0.00	0.00	1,086,851.78
2019	814,131.84	200,439.84	0.00	0.00	0.00	74,448.51	0.00	0.00	1,089,020.19
2020	814,131.84	200,439.84	0.00	0.00	0.00	76,681.96	0.00	0.00	1,091,253.64
2021	67,644.32	16,703.32	0.00	0.00	0.00	6,581.87	0.00	0.00	91,128.51
					NPV AS OF	11/10/08	(DISCOUNTED @ 0.00%)		\$12,230,918.34
					NPV AS OF	11/10/08	(DISCOUNTED @ 4.00%)		\$9,549,235.84
					NPV AS OF	11/10/08	(DISCOUNTED @ 8.00%)		\$7,608,454.38

15% of \$12,230,918.34 =

\$1,834,637.75

Circuit City store # 03160
Filing Date - 11/10/08
Crossgates Commons NewCo, LLC
Lease Rejected 3/10/09

Pre-Petition Amount Due				
	Oct & Prior	2008	Nov 1-9	Total
Minimum Rent		\$0.00	\$15,390.02	\$15,390.02
Taxes		0.00	5,011.00	\$5,011.00
Common Area		15,204.05	1,357.76	\$16,561.81
Total		\$15,204.05	\$21,758.78	<u>\$36,962.83</u>
Payments				\$0.00
Balance				\$36,962.83
Accum Balance				<u>\$36,962.83</u>